

Felicia Y. Yu (SBN 193316)
 REED SMITH LLP
 355 South Grand Avenue, Suite 2900
 Los Angeles, CA 90071-1514
 Telephone: (213) 457-8000
 Facsimile: (213) 457-8080
 Email: fyu@reedsmith.com

Mark S. Melodia, Esq. (*Pro Hac Vice Pending*)
 Paul Bond, Esq. (*Pro Hac Vice Pending*)
 REED SMITH LLP
 Princeton Forrestal Village
 136 Main Street, Suite 250
 Princeton, NJ 08540
 Telephone: (609) 520-6015
 Facsimile: (609) 951-0824
 Email: mmelodia@reedsmith.com
pbond@reedsmith.com

Attorneys for Defendant
 LENDINGTREE, LLC

UNITED STATES DISTRICT COURT
 CENTRAL DISTRICT OF CALIFORNIA
 SANTA ANA DIVISION

MARVIN GARCIA, on behalf of himself
 and all others similarly situated,

Plaintiff,

vs.

LENDINGTREE, LLC, NEWPORT
 LENDING GROUP, INC., SAGE
 CREDIT CO., HOME LOAN
 CONSULTANTS, INC., CHAPMAN
 CAPITAL, INC., and SOUTHERN
 CALIFORNIA MARKETING CORP.,

Defendants.

Case No. SACV08-00841 CJC (ANx)

Related Cases Nos.

SACV08-00756 CJC (ANx)
 SACV08-00660 CJC (ANx)
 SACV08-00755 CJC (RNBx)

**DECLARATION OF DONALD
 NORTON IN SUPPORT OF
 DEFENDANT LENDINGTREE,
 LLC'S MOTION TO DISMISS FOR
 IMPROPER VENUE**

[RULE 12(B)(3)]

Date: November 3, 2008
 Time: 1:30 p.m.
 Place: Courtroom 9B

The Honorable Cormac J. Carney

DECLARATION OF DONALD NORTON

1. My name is Donald Norton.

2. I am over 18 years of age, of sound mind, have never been convicted of a felony, and am fully competent to make this affidavit.

3. I am Senior Director, Product Development and Technology for LendingTree, LLC ("LendingTree"). By virtue of holding that position, I have personal knowledge of the statements made in this Declaration.

4. LendingTree operates a Web site, located at <http://www.lendingtree.com> ("LendingTree Web site"). Part of the LendingTree Web site is a Terms of Use page.

5. Additionally, LendingTree operates a Web site, located at <http://www.getsmart.com> ("GetSmart Web site"). Part of the GetSmart Web site is a Terms of Use page.

6. From January 1, 2006 to the present, the front pages of the LendingTree and GetSmart Web sites have always included a link to the Terms of Use page.

7. Enclosed as Attachment 1 is a true and correct copy of the LendingTree Terms of Use page, as it existed as of September 5, 2008. Enclosed as Attachment 2 is a true and correct copy of the GetSmart Terms of Use page, as it existed as of September 5, 2008.

8. Enclosed as Attachment 3 is a true and correct copy of the LendingTree loan request step requiring agreement to the Terms of Use, as it existed as of September 5, 2008. Enclosed as Attachment 4 is a true and correct copy of the GetSmart loan request step requiring agreement to the Terms of Use, as it existed as of September 5, 2008.

9. In order to submit information pertaining to a loan request, a LendingTree or GetSmart Web site user must agree to the Terms of Use, as demonstrated in Attachments 3 and 4.

1 10. From January 1, 2006 to the present, the choice of law and dispute
2 resolution provisions of the LendingTree and GetSmart Terms of Use, as well as the
3 LendingTree and GetSmart loan request step requiring agreement to the Terms of Use,
4 have remained substantially identical. Any changes to the language of these
5 provisions as of the date any plaintiff accessed the Web sites is noted on the chart
6 enclosed as Attachment 5.

7 11. A chart listing the dates on which, according to LendingTree's records,
8 each of the plaintiffs used the LendingTree and/or GetSmart Web sites is enclosed as
9 Attachment 6.

10 12. I declare, under penalty of perjury under United States law, that to the
11 best of my knowledge the foregoing is true and correct.

12 DATED: September 12, 2008

Respectfully Submitted

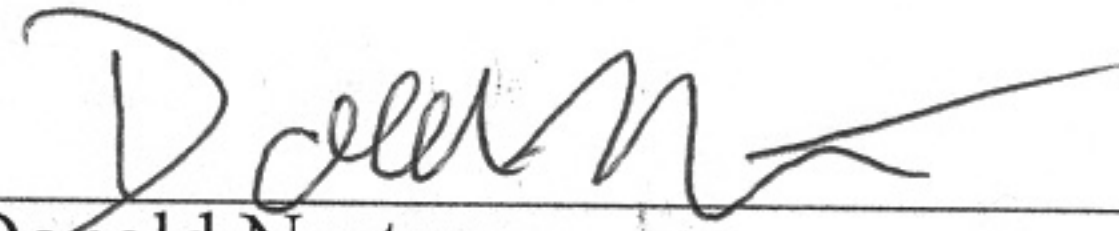
13
14
15 By /s/ signature page attached
16 Donald Norton
17 Senior Director, Product Development and
18 Technology
19 LendingTree, LLC

20 DOCSLA-15655701.1
21
22
23
24
25
26
27
28

DECLARATION OF DONALD NORTON

1. My name is Donald Norton.
2. I am over 18 years of age, of sound mind, have never been convicted of a felony, and am fully competent to make this affidavit.
3. I am VP, Product Development and Technology for LendingTree, LLC ("LendingTree"). By virtue of holding that position, I have personal knowledge of the statements made in this Declaration.
4. LendingTree operates a Web site, located at <http://www.lendingtree.com> ("LendingTree Web site"). Part of the LendingTree Web site is a Terms of Use page.
5. Additionally, LendingTree operates a Web site, located at <http://www.getsmart.com> ("GetSmart Web site"). Part of the GetSmart Web site is a Terms of Use page.
6. From January 1, 2006 to the present, the front pages of the LendingTree and GetSmart Web sites have always included a link to the Terms of Use page.
7. Enclosed as Attachment 1 is a true and correct copy of the LendingTree Terms of Use page, as it existed as of September 5, 2008. Enclosed as Attachment 2 is a true and correct copy of the GetSmart Terms of Use page, as it existed as of September 5, 2008.
8. Enclosed as Attachment 3 is a true and correct copy of the LendingTree loan request step requiring agreement to the Terms of Use, as it existed as of September 5, 2008. Enclosed as Attachment 4 is a true and correct copy of the GetSmart loan request step requiring agreement to the Terms of Use, as it existed as of September 5, 2008.
9. In order to submit information pertaining to a loan request, a LendingTree or GetSmart Web site user must agree to the Terms of Use, as demonstrated in Attachments 3 and 4.
10. From January 1, 2006 to the present, the choice of law and dispute resolution provisions of the LendingTree and GetSmart Terms of Use, as well as the LendingTree and GetSmart loan request step requiring agreement to the Terms of Use, have remained substantially identical. Any changes to the language of these provisions as of the date any plaintiff accessed the Web sites is noted on the chart enclosed as Attachment 5.
11. A chart listing the dates on which, according to LendingTree's records, each of the plaintiffs used the LendingTree and/or GetSmart Web sites is enclosed as Attachment 6.
12. I declare, under penalty of perjury under United States law, that to the best of my knowledge the foregoing is true and correct.

Respectfully Submitted,



Donald Norton
VP, Product Development and Technology
LendingTree, LLC

CHILIB-2203059.1